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August 11, 2011

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VIA E-FILE

The Honorable Cynthia T. Brown,
Chief, Section of Administration
Surface Transportation Board
395 E. Street, S.W., Room #100
Washington, DC 20423-0001

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC 20423**

Docket No. AB-3 (Sub-No. 137X)

**MISSOURI PACIFIC RAILROAD COMPANY
-- ABANDONMENT --
IN RED RIVER AND BOWIE COUNTIES, TX**

**RESPONSE TO SECOND SUPPLEMENT TO
PETITION TO REOPEN AND MODIFY**

Dear Ms. Brown:

Union Pacific Railroad Company ("Union Pacific") has reviewed the subject Second Supplement to Petition to Reopen and Modify filed by Bowie County, Texas and the Verified Statement of John Goodwin, P.E., in support of said Second Supplement to Petition to Reopen and Modify. With regard to the subject line of railroad from M.P. 23.0 at New Boston, Bowie County Texas, to M.P. 42.59 at the Red River County Line (the "Line"), which is currently subject to trail use as authorized by the Board in accordance with the National Trails System Act, 16 U.S.C. § 1247(d), and 49 C.F.R. § 1152.29, having a width of approximately 100-ft. for the length of said Line, Union Pacific as verified by Raymond Allamong, Sr., Manager Rail Line Planning, responds as follows:

1. Union Pacific concurs that a line of railroad could be re-established on the particular 50-ft. width of Line which would remain after transfer of the adjacent 50-ft. width portion of the Line to the Texas Department of Transportation for improvement of a 9 mile segment of U.S. 82 which parallels said Line.



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2. The physical attributes of the Line permits the transfer of essentially one-half of the 100-ft. wide Line for the Line's entire length of 9.29 miles to the Texas Department of Transportation without adversely impacting the ability of the Union Pacific to re-establish freight railroad operations on the remaining 50-ft. wide portion of the Line from the standpoint of both vertical and horizontal clearance needs.

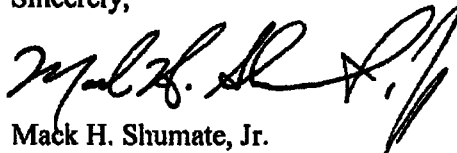
3. Use of the portion of the Line to be sold to the Texas Department of Transportation for the proposed highway purposes will not adversely affect nor conflict with the ability of the Union Pacific to operate an adjacent freight line of railroad should the need arise in the future.

4. The fact that a 50-ft. wide right-of-way is adequate to re-establish freight railroad operations for the subject Line does not mean that a 50-ft. wide right-of-way would be adequate in all circumstances. Therefore, Union Pacific does not believe that any decision by the Board to permit the transfer from Bowie County, Texas to the Texas Department of Transportation of approximately one-half of the length and breadth of the subject Line should be considered as legal precedent for the proposition that any other similar situation in which all or a portion of a rail line which has been land banked for future railroad purposes under the Trails Act would be adequate to re-establish rail service if and when the need arises. The ability to re-establish freight railroad operations on a reduced right-of-way is a fact question for railroad engineers.

6. Union Pacific is of the opinion that the transfer from Bowie County, Texas to the Texas Department of Transportation is in the nature of a public use for a portion of the right-of-way for which Union Pacific sought abandonment authority from the Board.

WHEREFORE, for the reasons outlined above, Union Pacific has no objection to the specific request made by Bowie County, Texas to transfer approximately one-half of the length and breadth of the Line to the Texas Department of Transportation for the public improvement of a nine mile segment of U.S. Hwy. 82 that currently parallels the Line.

Sincerely,



Mack H. Shumate, Jr.
Senior General Attorney

Attachment

VERIFICATION

STATE OF NEBRASKA)

COUNTY OF DOUGLAS)

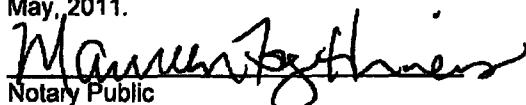
) ss:

I, RAYMOND E. ALLAMONG, JR., Senior Manager Rail Line Planning of Union Pacific Railroad Company, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing document and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Union Pacific Railroad Company.

Dated at Omaha, Nebraska, this 31st day of May, 2011.


Raymond E. Allamong, Jr.

SUBSCRIBED AND SWORN TO
before me this 31st day of
May, 2011.


Notary Public



My Commission expires: 12-5-11

CERTIFICATE OF SERVICE

I, Mack H. Shumate, Jr., do hereby certify that a true copy of the foregoing Response to Second Supplement to Petition to Reopen and Modify was served this 11th day of August, 2011, by first-class mail, postage prepaid, on the following:

The owner of the right-of-way:

Bowie County, Texas
c/o Richard H. Streeter
5255 Partridge Lane, N.W.
Washington, DC 20016

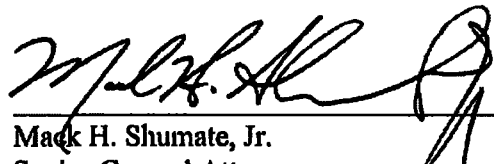
The current trail user:

Bowie County, Texas
c/o Judge Sterling Lacy
710 James Bowie Drive
New Boston, TX 75570

Texas Department of Transportation:

William Glavin, P.E.
Director – Rail Division
125 E. 11th Street
Austin, TX 78701-2483

John E. Harrison
Partnership for the Pathway
17 Dogwood Lake Drive
Texarkana, TX 75503


Mack H. Shumate, Jr.
Senior General Attorney